

**BY-LAW NO. 3**

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Pleasant Manor Retirement Village,

Deleted: Mennonite Brethren Senior Citizens Home

**WHEREAS** the Directors of the Corporation deem it expedient that certain by-laws be enacted for the regulation and management of the Corporation;

**NOW THEREFORE** be it enacted as follows:

Deleted: AND WHEREAS the Letters Patent of the Corporation provide that the objects for which the Corporation is incorporated are: ¶

DEFINITIONS AND INTERPRETATION

¶<#>To establish, maintain and operate a home for the aged and infirm to be leased to individuals or families of low income; and¶

1. In these by-laws and all governing policies of the Corporation, unless the context otherwise requires:

¶<#>Subject to The Charitable Gifts Act and The Mortmain and Charitable Uses Act, to receive, acquire and hold gifts, donations, devises and bequests.¶

(a) “Board of Directors” shall mean the board of directors of the Corporation;

(b) “Conference” shall mean the Ontario Conference of Mennonite Brethren Churches;

(c) “Corporation” shall mean the corporation as incorporated by Letters Patent of Amalgamation on January 1, 2001, under the name “Pleasant Manor Retirement Village”;

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(d) “Director” shall mean any individual who is elected to serve on the Board of Directors in accordance with these by-laws.

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Deleted: “Board of Directors” shall mean the board of directors of the Corporation;¶

2. In these by-laws:

(a) This by-law shall be construed and interpreted in accordance with the *Corporations Act* (Ontario), as amended or replaced from time to time;

(b) Where the singular is used, the plural shall be included and where the plural is used, the singular shall be included;

(c) Words used herein which refer to male persons shall include female persons;

(d) If any provision set forth in this by-law or the application of it in any particular circumstance shall, to any extent, be invalid or unenforceable, the remainder of this by-law or the application of such provision, other than those to which it is held invalid or unenforceable, shall not be affected thereby. Each such provision

shall be separately valid and enforceable to the fullest extent permitted by law.

#### HEAD OFFICE

3. The Head Office of the Corporation shall be located at 1 Tabor Drive, St. Catharines, Ontario, or at such other location in St. Catharines, Ontario as may be determined from time to time by the Board of Directors.

#### SEAL

4. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. The Seal shall be in the custody of the secretary of the Corporation who shall be responsible for certification of any and all documents issued by the Corporation.

#### MEMBERSHIP AND ANNUAL MEETING

5. The members of the Corporation (each a "Member", and collectively the "Members" or the "Membership") shall be comprised of those individuals who are Directors of the Corporation. All Directors shall, by virtue of their office, be Members of the Corporation. If a Director of the Corporation ceases to be a Director for any reason whatsoever, then they shall also automatically, at the same time, cease to be a Member.

6. Each Member shall have one (1) vote in relation to all matters to be voted on at the annual general meeting of the Membership and at each special meeting of the Membership.

#### SPECIAL MEMBERSHIP MEETINGS

7. Any special meeting of the Members of the Corporation may be called by the Board of Directors of the Corporation by notice in writing given at least ten (10) days before the time fixed for the holding of such meeting, and at such meeting the Members may attend to and vote upon all matters relating to the operations of the Corporation. At all special meetings of the Membership, a majority of the Members shall constitute a quorum for the transaction of business, and all matters addressed at such meetings shall be decided by majority vote unless otherwise provided for in these by-laws.

#### ERROR OR OMISSION IN NOTICE

8. No error or omission in giving notice of any annual or special meeting, or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceeding taken thereat and any Member may at any time waive notice of any such meeting and may notify, approve and confirm any or all proceedings taken or had thereat.

**Deleted:** There shall be three classes of members of the Corporation:†

†  
One voting member (the "Voting Member"), who will be appointed annually by the delegates in attendance at the annual convention of the Ontario Conference of Mennonite Brethren Churches (the "Conference"). This Voting Member shall be entitled to one vote at the annual general meeting of the membership of the Corporation, but shall not be entitled to vote at any other meeting of the membership of the Corporation;†

†  
The members of the Board of the Ontario Conference of Mennonite Brethren Churches (collectively, the "OCMBC Board"), each of whom shall be entitled to one vote at any meeting of the membership of the Corporation other than the annual general meeting (at which annual general meeting they shall not be entitled to vote);†

†  
(c) → Director members, who shall be members by virtue of their position on the Board of Directors (the "Director Members"). Each such Director Member shall not be entitled to vote at any meeting of the membership of the Corporation. The members of the Corporation (each a

**Deleted:** At the annual convention of the Conference, any matters relating to the operations of the Corporation may be considered, including (but not limited to) the nominees to the Board of Directors of the Corporation, the report of the Directors, the financial statements of the Corporation and report of the auditors. The delegates at the annual convention of the Conference will, after considering the aforementioned matters, appoint one representative to be the Voting Member, who will have the power to cast one vote on behalf of the Conference at the annual general meeting of the Corporation, and who will transact all matters relating to the operations of the Corporation, based on the direction given by the delegates at the annual convention of the Conference. The annual general meeting of the members of the Corporation, which shall be chaired by the President, will be held some time after the annual convention of the Conference. Each Member

**Deleted:** The OCMBC Board shall constitute and represent the membership of the Corporation between annual meetings, in accordance with the functions and duties ascribed to the OCMBC Board in the General Operating By-Law of the Conference. Any special meeting of the members of the OCMBC Board may be called by the Board of Directors of the Corporation by notice in writing given at least ten (10) days before the time fixed for the holding of such meeting, and at such meeting the OCMBC Board may attend to and vote upon all matters relating to the operations of the Corporation. At all such meetings of the OCMBC Board, a majority of the OCMBC Board shall constitute a quorum for the transaction of business, and all matters addressed at such meetings shall be decid ... [1]

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ADJOURNMENTS

9. Any meeting of the Members of the Corporation or of its Board of Directors may be adjourned at any time and from time to time and such matters or resolutions which were to be transacted at the original meeting may be transacted at the meeting resulting from the adjournment. No notice shall be required of any such adjournment and such adjournment may be made notwithstanding that no quorum is present.

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QUORUM OF MEMBERS

10. A quorum for the transaction of business at the annual general meeting of the Membership shall consist of a majority of the Members. All matters addressed at the annual general meeting of the Membership shall be decided by majority vote unless otherwise provided for in these by-laws.

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BOARD OF DIRECTORS

11. The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of nine (9) individuals:

(a) five (5) of whom (i) shall be members in good standing of a member church of the Conference, and (ii) shall affirm their agreement and personal alignment with, and shall sign the Corporation's Confession of Faith as set out in Appendix A to this by-law; and

Deleted: , Radiant Care's then current version of its Confession of Faith (as that may be amended from time to time);

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(b) four (4) of whom (i) may, but shall not necessarily, be members in good standing of a member church of the Conference, provided that they shall, in the sole opinion and discretion of the Board, by their life demonstrate their commitment to Christ and their local church, and (ii) shall affirm their agreement and personal alignment with, and shall sign the Corporation's Confession of Faith as set out in Appendix A to this by-law,

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each of whom shall be elected as Directors by the Membership at the annual general meeting, to serve for a term of three (3) years, provided that their term of office shall, in any event, continue until successors are elected or appointed.

Deleted: At the first annual general meeting following the ratification of these by-laws, all of the existing directors' terms will be discontinued and the Voting Member shall elect directors for the following initial terms:¶

¶  
→ → 3 Directors shall be elected for a one year term;¶  
3 Directors shall be elected for a two year term; and¶  
3 Directors shall be elected for a three year term.

At every annual general meeting, the Membership shall elect to the Board of Directors the number of Directors required to fill the vacancies left by those Directors whose terms have expired in that year. The Directors shall be elected in such a manner as to maintain a staggered election process whereby three (3) Directors are elected each year at each annual general meeting.

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12. A retiring Director shall retain office until dissolution or adjournment of the meeting at which his or her successor is elected unless such meeting was called for the purpose of removing him or her from office as a Director, in which case, the

Deleted: After the directors' initial terms (as outlined above) have been completed, all directors elected thereafter shall be elected for a term of three (3) years, in order maintain a staggered election process. The

Director so removed shall vacate office forthwith upon the passing of the resolution for his or her removal.

13. In the case of vacancies arising on the Board of Directors between annual general meetings, however caused, the Board of Directors shall have the power to fill such vacancies by way of a two thirds (2/3) vote of the Board of Directors. Persons elected to fill such vacancies shall hold office for the remainder of the term of the Director they are replacing.

14. The office of a Director shall be vacated if:

- (a) By notice in writing to the Corporation the Director resigns his or her office;
- (b) By resolution of the Membership at a special meeting of the Corporation called for the purpose, passed by a three quarters (3/4) majority of the Members present, the Director is expelled from office on the grounds that the Director is not in harmony with the philosophy and purposes of the Corporation; or
- (c) The Director becomes of unsound mind.

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15. Continuing Directors may act notwithstanding any vacancy in their number, unless their number is reduced below the number necessary for a quorum, in which case the continuing Directors may act for the purpose of increasing the number of Directors to the required number.

#### MEETINGS OF DIRECTORS

16. A quorum shall consist of a majority of the members of the Board of Directors.

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17. Directors' meetings may be held either at the Head Office of the Corporation or elsewhere as the Directors may from time to time determine. A meeting of Directors may be convened by the President or by any two of the Directors. Notice of such meeting shall be delivered or mailed, or telephone to each of the Directors not less than two (2) days before the meeting is to take place. Meetings of the Board of Directors may also be held without formal notice if all of the Directors are present or those absent have waived notice or signified their consent in writing to the meeting being held in their absence. Any Director may at any time waive notice of any meetings and may ratify and approve of any and all proceedings taken or had thereat.

18. The questions arising at any meeting of the Directors shall be decided by a majority of votes except where otherwise required in this by-law or where the Board of Directors may be decided from time to time by resolution.

19. Directors may be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation and in attending meetings thereof. The Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; however, a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

#### POWERS OF DIRECTORS

20. The Board of Directors shall administer the affairs of the Corporation and all things made or caused to be made for the Corporation in its name, and any kind of contract which the Corporation may lawfully enter into, and save as hereinafter provided, generally may exercise all such other powers and do such other things as the Corporation is authorized to exercise and do.

21. The Board of Directors shall take such steps as it may deem necessary to enable the Corporation to receive gifts, bequests, annuities, trusts, donations and/or other benefits for the purpose of furthering its objects and purposes.

#### INDEMNITY

22. The Directors and Officers of the Corporation and their respective heirs, executors and administrators, shall be indemnified and saved harmless out of the assets of the Corporation from and against all actions, costs, charges, losses, damages and expenses, which they or any of them, their heirs, executors, or administrators shall or may incur or sustain by or by reason of any act done, concurred in, or omitted, in or about the execution of their duty (or supposed duty) in respect or office, except in the event of willful neglect or default.

23. The Directors are hereby authorized from time to time to cause the Corporation to give indemnity to any Director or other person who has undertaken or is to undertake an action that may have a potential liability on behalf of the Corporation.

24. A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board of Directors.

#### OFFICERS

25. The Corporation shall have the following officers (the "Officers"), namely:

President,  
Vice-President,  
Secretary-Treasurer.

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26. Subject to the provision below, the President and Vice-President shall be elected by the Board of Directors of the Corporation from among their number for a one (1) year term, such election to take place as soon as may be convenient after the annual general meeting of the Membership of the Corporation. Subject to the provision below, the Secretary-Treasurer shall be elected by the Board of Directors (but the Secretary-Treasurer need not be a Director), such election to take place as soon as may be convenient after the annual general meeting of the Membership of the Corporation. At least two of the three positions of President, Vice-President and Secretary-Treasurer shall be occupied by individuals who are members in good standing of a member church of the Conference, and if only two of the three positions are occupied by individuals who are members in good standing of a member church of the Conference, then the third position shall be occupied by an individual who, in the sole opinion and discretion of the Board of Directors, by their life demonstrates their commitment to Christ and their local church.

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27. No Director may hold more than one office in the Corporation at any one time.

28. All Officers shall perform such duties as are designated by the Board of Directors, or failing such designation by the Board of Directors, those duties usually pertaining to such Officers.

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#### COMMITTEES AND STAFF

29. The Board of Directors may constitute a Nomination Committee (which will nominate candidates for proposed election to the Board of Directors) and such other committees from time to time as it may deem necessary, composed of such persons as it shall see fit, whether they be members of the Board of Directors or not, and the duties of such committees shall be those from time to time designated by the Board of Directors.

Deleted: and which will provide such nominations to the nominations committee of the Conference for presentation to the annual convention of the Conference) and such other committees from time to

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30. The Board of Directors may from time to time appoint persons to carry out the objects of the Corporation and may delegate to them either some or all authority to manage the affairs and operations of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors) and such appointment may be for such length of time as the Board of Directors in its discretion determines.

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#### EXECUTION OF INSTRUMENTS

31. Contracts, documents or any other instruments in writing requiring the signature of the Corporation may be signed by any two of the following: The President, Vice-President or Secretary-Treasurer of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

32. Notwithstanding the provisions of paragraph 31, the Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers, person or persons, on behalf of the Corporation, either to sign contracts, documents, instruments in writing generally, or to sign specific contracts, documents, or instruments in writing.

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#### BOOKS OF ACCOUNT AND AUDITORS

33. The Corporation shall maintain at its Head Office or at such other place as may from time to time be designated by the Board of Directors, books of account concerning the operation of the Corporation, and these shall be audited in such manner as the Board of Directors by resolution may from time to time determine.

Deleted: and the Board of Directors by resolution shall annually appoint an auditor to conduct an audit and render an opinion of the said books of account

#### FISCAL YEAR

34. The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of December in each year.

Deleted: Within ninety (90) days following the end of each fiscal year of the Corporation, the Board of Directors will prepare or will cause to have prepared, financial statements with respect to the immediately preceding fiscal year, including a statement of revenues and expenditures, and a statement of changes in financial position.†

#### AMENDMENT AND REPEAL

35. This by-law may be amended or repealed in whole or in part only in the following way:

- (a) A notice of motion to amend or repeal, in whole or in part, shall be circulated to each member of the Board of Directors at least two (2) weeks before the meeting at which the amendment is to be voted upon.
- (b) No amendment or repeal shall be made unless by two-thirds majority vote of the full Board of Directors.
- (c) No such amendment or repeal shall be in force or acted upon until approval by resolution has first been obtained from the Membership at the annual general meeting of the Corporation.

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#### IDENTIFICATION AND REPEAL OF FORMER BY-LAW

36. By-law No. 1, as amended, is hereby repealed and replaced by this General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation. The said repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers or persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board of Members' resolutions, with continuing effect, passed under such

repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

**ENACTED** by the Directors of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
Secretary

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¶  
36. → Upon the dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more qualified donees, as that term is defined in the *Income Tax Act* (Canada). It is specifically provided that in the event of liquidation, dissolution or winding up of the Corporation, all of its remaining assets, after payment of its liabilities, shall be distributed to one or more organizations which are "qualified donees" as defined in the *Income Tax Act* (Canada) and which carry on similar activities to those of the Corporation, as determined by the Board of Directors. ¶

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→ → → → President ¶  
¶  
→ → → → \_\_\_\_\_ ¶  
→ → → → Secretary-Treasurer ¶

→ The foregoing By-law is hereby passed by the Officers and Directors of the Corporation pursuant to the *Corporations Act* (Ontario) as evidenced by all of their respective signatures. ¶

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→ → → → \_\_\_\_\_ ¶  
→ → → → President ¶  
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→ → → → Vice-President ¶  
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→ → → → \_\_\_\_\_ ¶



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**Page 8: [2] Deleted**      **Jen Simmonds**      **2/3/22 11:21:00 AM**

